


President and
Chief Executive Officer120 Monument Circle
Indianapolis, IN 46204-4803
Tel 317 488-8483
Fax 317 488-8477
E-mail: larry_glasscock@aicl.comAnthem 

September 20, 2001

VIA FACSIMILE

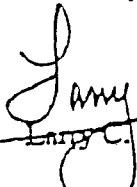
Mr. William L. Jews
President and Chief Executive Officer
CareFirst, Inc.
10455 Mill Run Circle
Owings Mills, MD 21117-4208

Dear Bill:

Thank you for your letter which I received on September 4. We are highly confident that our demutualization and IPO will be achieved on the timeline we have discussed.

I am very pleased that we can discuss our interest more specifically after we complete our conversion. I will call your office to see if we can set up a time to meet with you in early November, since I believe we will have completed our process by then.

Sincerely,


Larry C. Glasscock
LCG:ism

cc: Daniel J. Altobello


OCC 009119



An independent member of the Blue Cross and Blue Shield Association.
Among a few groups and Blue Cross is the only one to provide insurance coverage on
the insurance market's Blue Cross and Blue Shield Association.

President and
Chief Executive Officer

170 Monument Circle
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Anthem 

PERSONAL AND CONFIDENTIAL

October 2, 2001

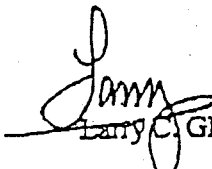
Mr. William L. Jews
President and Chief Executive Officer
CareFirst, Inc.
10455 Mill Run Circle
Owings Mills, Maryland 21117-4208

Dear Bill:

I am pleased to inform you that Anthem's demutualization process is continuing on schedule. On October 1, we filed an amended Form S-1 with the SEC and later this week will be launching the marketing process for our initial public offering. Today is the public hearing on the Plan of Conversion before the Indiana Department of Insurance, and the Commissioner will be issuing her order within the next three weeks. We have already received sufficient proxies to meet the quorum requirements for the special members' meeting, and our members are voting overwhelmingly in favor of the transaction. We remain highly confident that our demutualization process and initial public offering will be successfully completed by the end of October. Our confidence is shared by our financial advisors and all the parties to our underwriting agreement.

As outlined in detail in our previous letters, we believe that Anthem can offer superior value to CareFirst in a potential combination. We look forward to the opportunity to meet with you and your advisors to discuss such a combination in early November following the close of our demutualization and IPO.

Sincerely,


Larry C. Glasscock
LCG:jrs

OCC 009120



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